

Law Offices of

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June 16, 2008

San Francisco
595 Market Street
San Francisco, CA 94105
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RECORDATION NO. 22603-H FILED
Salt Lake City
South Main Street
Salt Lake City, UT 84111
(801) 533-0066

JUN 17 08 -11 00 AM

SURFACE TRANSPORTATION BOARD

Ms. Anne K. Quinlan, Esq., Acting Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Union Pacific Railroad Company
Substitution of Equipment
(UPRR 1999 B-2)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Termination of Lease Agreement dated June 17, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement dated November 2, 1999 (UPRR 1999 B-2) between GENAVA Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, and Union Pacific Railroad Company, as Lessee, a memorandum of which was recorded with the Surface Transportation Board on December 14, 1999 at 3:40 P.M. under Recordation Number 22603.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179
Attention: Treasurer

Lessor: GENAVA Verwaltungsgesellschaft mbH & Co.
Vermietungs KG
Unsöldstraße 2
80538 München
Federal Republic of Germany
Attention: Managing Director

The equipment covered on the date hereof by the enclosed document consists of:

7 SD9043MAC Locomotives bearing road numbers within the series UP 8302 through UP 8308; and 11 SD9060MAC Locomotives bearing the road numbers within the series UP 8502 through UP 8521, all as more specifically indicated in Exhibit A attached hereto.

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A short summary of the document to appear in the index follows:

Termination of Lease Agreement (UPRR 1999 B-2) dated June 17, 2008,
between GENAVA Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as
Lessor and Union Pacific Railroad Company, as Lessee.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed
copy of the enclosed document along with the extra copy of this letter as proof of filing and
recordation of the enclosed document and return the original and any extra copies of such
document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact
the undersigned (312-845-3429).

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Patrick Vining

Enclosures

JUN 17 '08 -11 00 AM

TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This TERMINATION OF LEASE AGREEMENT is made and entered into on June 17, 2008 by and between GENAVA Verwaltungsgesellschaft mbH & Co. Vermietungs KG ("*Lessor*") and Union Pacific Railroad Company ("*Lessee*").

1. Lessor has heretofore leased to Lessee certain railroad equipment set forth on Schedule 1 attached hereto pursuant to the Lease Agreement dated November 2, 1999 (as amended, the "*Lease*"), as supplemented, (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 14, 1999 at 3:40 P.M. under Recordation Number 22603 and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 14, 1999 at 2:21 P.M. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective on the date hereof with respect to the locomotives set forth on Schedule 1 attached hereto which have been deemed to have suffered an Event of Loss.

3. This Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.

Termination of Lease Agreement
(UPRR 1999 B-2)

Dated this 12th day of June, 2008.

GENAVA VERWALTUNGSGESELLSCHAFT MBH &
CO. VERMIETUNGS KG

By:  

Name: Klaus Stierwald Franziska v. Ritt
Title: Attorney-in-Fact

UNION PACIFIC RAILROAD COMPANY

By: _____

Name: Gary W. Grosz
Title: Assistant Treasurer

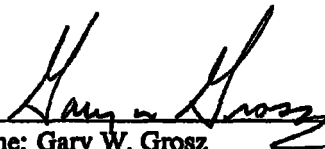
Termination of Lease Agreement
(UPRR 1999 B-2)

Dated this 12th day of June, 2008.

GENAVA VERWALTUNGSGESELLSCHAFT MBH &
CO. VERMIETUNGS KG

By: _____
Name: _____
Title: _____

UNION PACIFIC RAILROAD COMPANY

By:  _____
Name: Gary W. Grosz
Title: Assistant Treasurer

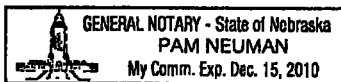
I certify that I hold the title set forth below, that this instrument was signed on behalf of GENAVA VERWALTUNGSGESELLSCHAFT MBH & CO. KG, a limited partnership organized under the laws of Germany and registered in Munich, Germany (the "Partnership"), by authority of its _____, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Partnership. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this ____ day of June, 2008.

By: _____
Name: _____
Title: _____

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this 12th day of June, 2008, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Pam Neuman
Notary Public

[Notarial Seal]

My commission expires

12-15-2010

SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBERS
SD9043MAC Locomotives	7	UP 8302 through UP 8308, inclusive
SD9060MAC Locomotives	11	UP 8502 UP 8512 through UP 8521, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/17/08



Robert W. Alvord